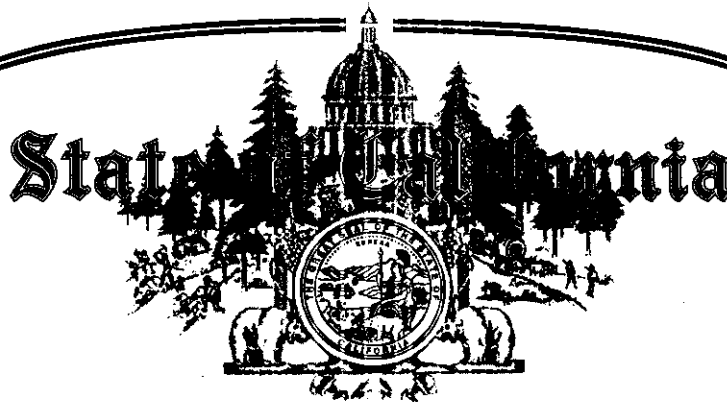


ATTACHMENT # 5

2003 JUL 21 PM 3:58
CRM/ISS/REGISTRATION UNIT

SECRETARY OF STATE

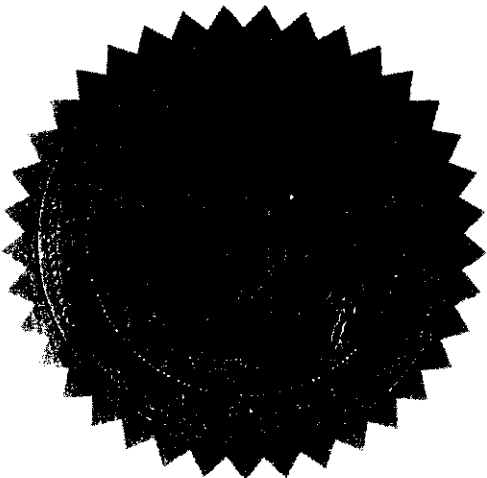
I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

APR 10 2002

Secretary of State



STATEMENT AND DESIGNATION BY FOREIGN CORPORATION

APR 05 2002

BILL JONES, Secretary of State

Malaysian Palm Oil Council of America, Inc.

(Name of Corporation)

_____, a corporation organized and existing under the
laws of Virginia, makes the following statements and designation:
(State or Place of Incorporation)

1. The address of its principal executive office is 21515 Hawthorne Blvd., Suite 690
Torrance, California 90503
2. The address of its principal office in the State of California is 21515 Hawthorne Blvd., Suite 690
Torrance, California 90503

DESIGNATION OF AGENT FOR SERVICE OF PROCESS IN THE STATE OF CALIFORNIA

(Complete either Item 3 or Item 4.)

3. (Use this paragraph if the process agent is a natural person.)

_____, a natural person residing in the State of
California, whose complete address is _____

_____, is designated as agent upon whom process directed to
this corporation may be served within the State of California, in the manner provided by law.

4. (Use this paragraph if the process agent is a corporation.)

Corporation Service Company which will do business in
California as CSC-Lawyers Incorporating Service

_____, a corporation organized and existing
under the laws of Delaware, is designated as agent upon whom process directed
to this corporation may be served within the State of California, in the manner provided by law.

**NOTE: Corporate agents must have complied with California Corporations Code Section 1505
prior to designation.**

5. It irrevocably consents to service of process directed to it upon the agent designated above, and to service
of process on the Secretary of State of the State of California if the agent so designated or the agent's
successor is no longer authorized to act or cannot be found at the address given.



(Signature of Corporate Officer)

Peter J. Kadzik, Secretary

(Typed Name and Title of Officer)



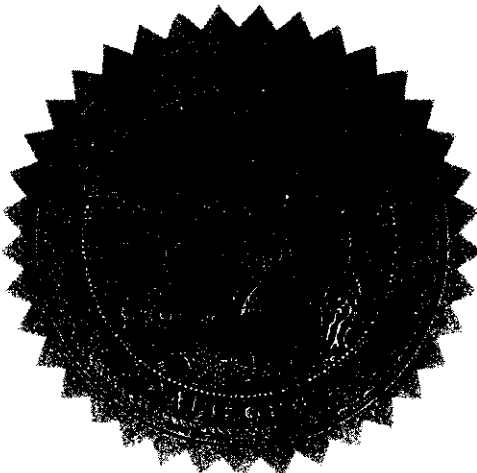
2003 JUL 21 PM 3:58
CRM/ISS/REGISTRATION UNIT**SECRETARY OF STATE**

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

APR 10 2002



Secretary of State

STATEMENT AND DESIGNATION BY FOREIGN CORPORATION

APR 05 2002

BILL JONES, Secretary of State

Malaysian Palm Oil Council of America, Inc.

(Name of Corporation)

_____, a corporation organized and existing under the
laws of Virginia, makes the following statements and designation:
(State or Place of Incorporation)

1. The address of its principal executive office is 21515 Hawthorne Blvd., Suite 690
Torrance, California 90503
2. The address of its principal office in the State of California is 21515 Hawthorne Blvd., Suite 690
Torrance, California 90503

DESIGNATION OF AGENT FOR SERVICE OF PROCESS IN THE STATE OF CALIFORNIA

(Complete either Item 3 or Item 4.)

3. (Use this paragraph if the process agent is a natural person.)

_____, a natural person residing in the State of
California, whose complete address is _____

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4. (Use this paragraph if the process agent is a corporation.)

Corporation Service Company which will do business in
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**NOTE: Corporate agents must have complied with California Corporations Code Section 1505
prior to designation.**

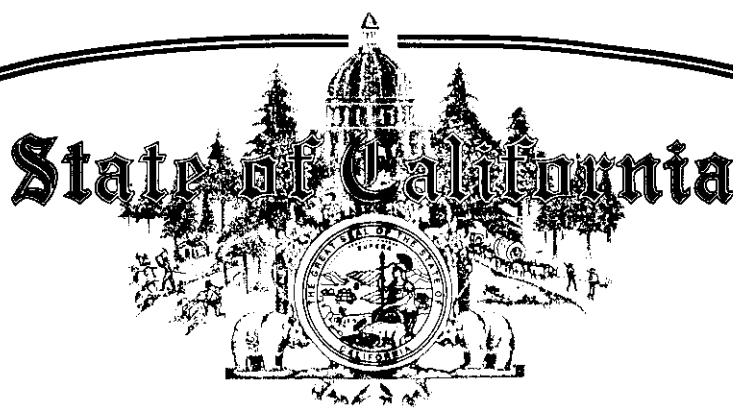
5. It irrevocably consents to service of process directed to it upon the agent designated above, and to service
of process on the Secretary of State of the State of California if the agent so designated or the agent's
successor is no longer authorized to act or cannot be found at the address given.

(Signature of Corporate Officer)

Peter J. Kadzik, Secretary

(Typed Name and Title of Officer)





SECRETARY OF STATE

CERTIFICATE OF QUALIFICATION

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **5th day of April, 2002**, **MALAYSIAN PALM OIL COUNCIL OF AMERICA, INC.**, a corporation organized and existing under the laws of **Virginia**, complied with the requirements of California law in effect on that date for the purpose of qualifying to transact intrastate business in the State of California, and that as of said date said corporation became and now is qualified and authorized to transact intrastate business in the State of California, subject however, to any licensing requirements otherwise imposed by the laws of this State.

2002 JUL 21 PM 3:58
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IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of April 9, 2002.



Bill Jones
BILL JONES
Secretary of State

kg

A0593796

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

MAR 13 2003

KEVIN SHELLEY
Secretary of State

**AMENDED STATEMENT BY
FOREIGN CORPORATION**

AMERICAN PALM OIL COUNCIL

(Name of Corporation)

_____, a corporation organized
and existing under the laws of Virginia, and which is presently
(State or Place of Incorporation)
qualified for the transaction of intrastate business in the State of California, makes the
following statement:

That the name of the corporation has been changed to that hereinabove set forth and
that the name relinquished at the time of such change was MALAYSIAN PALM
OIL COUNCIL OF AMERICA, INC.

AMERICAN PALM OIL COUNCIL

(Name of Corporation)


(Signature of Corporate Officer)

PETER J. KADZIK, Secretary
(Typed Name and Title of Officer Signing)

2003 JUN 21 PM 3:58
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SECRETARY OF STATE
NAME CHANGE
CERTIFICATE OF QUALIFICATION

C2410056

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2003 JUL 21 PM 3:58

I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify that on the 13th day of March, 2003, there was filed in this office an Amended Statement and Designation by Foreign Corporation whereby the corporate name of **MALAYSIAN PALM OIL COUNCIL OF AMERICA, INC.**, a corporation organized and existing under the laws of Virginia, was changed to **AMERICAN PALM OIL COUNCIL**. This corporation complied with the requirements of California law in effect on that date for the purpose of qualifying to transact intrastate business in the State of California and as of said date has been and is qualified and authorized to transact intrastate business in the State of California, subject however, to any licensing requirements otherwise imposed by the laws of this State.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this day
of March 24, 2003.



Kevin Shelley
KEVIN SHELLEY
Secretary of State

Attachment
5

A0598796

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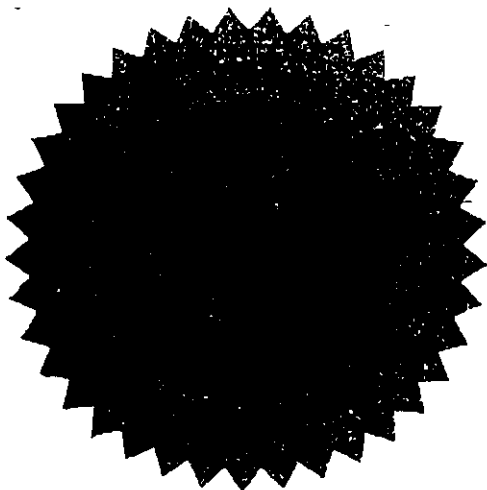
SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAR 25 2003



Kevin Shelley
Secretary of State

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

American Palm Oil Council is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is June 15, 1994.

The name of Malaysian Palm Oil Council of America, Inc. was changed to American Palm Oil Council pursuant to a certificate of amendment issued by the Commission effective as of February 25, 2003.

Nothing more is hereby certified.

2003 JUL 21 PM 3:58
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*Signed and Sealed at Richmond on this Date:
March 12, 2003*

Joel H. Peck
Joel H. Peck, Clerk of the Commission



2003 JUL 21 PM 3:58
CRM/ISS/REGISTRATION UNIT

ARTICLES OF AMENDMENT
OF
MALAYSIAN PALM OIL COUNCIL OF AMERICA, INC.

The undersigned corporation, pursuant to Section 13.1-884 of the Virginia Nonstock Corporation Act, hereby executes the following articles of amendment and sets forth:

ONE: The name of the Corporation is Malaysian Palm Oil Council of America, Inc. (the "Corporation").

TWO: Article (a) of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

(a) The name of the corporation is American Palm Oil Council.

THREE: The foregoing amendment was adopted on November 21, 2002.

FOUR The amendment was adopted by unanimous consent of the members.

The undersigned Peter J. Kadzik declares that the facts herein stated are true as of February 14, 2003.

MALAYSIAN PALM OIL COUNCIL
OF AMERICA, INC.

By: 

Name: PETER J. KADZIK

Title: SECRETARY

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

February 25, 2003

The State Corporation Commission has found the accompanying articles submitted on behalf of American Palm Oil Council (formerly MALAYSIAN PALM OIL COUNCIL OF AMERICA, INC.) to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the Commission, effective February 25, 2003, at 06:45 AM.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

2003 JUL 21 PM 3:58
CRM/ISS/REGISTRATION UNIT

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of the articles of amendment filed in this office February 25, 2003 by American Palm Oil Council.

Nothing more is hereby certified.

2003 JUL 21 PM 3:59
CRM/ISS/REGISTRATION UNIT



Signed and Sealed at Richmond on this Date:
March 7, 2003

Joel H. Peck
Joel H. Peck, Clerk of the Commission